

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Frontier Communications Corporation,)	
<i>Transferor</i>)	
)	
and)	WC Docket No. 19-188
)	
Northwest Fiber, LLC,)	
<i>Transferee</i>)	
)	
Application for Consent to Partially Assign)	
and Transfer Control of Domestic and)	
International Authorizations Pursuant to)	
Section 214 of the Communications Act of)	
1934, As Amended, and Sections 63.04, 63.18)	
and 63.24 of the Commission’s Rules.)	

**SUPPLEMENT TO THE CONSOLIDATED APPLICATION FOR
THE PARTIAL ASSIGNMENT AND TRANSFER OF CONTROL
OF DOMESTIC AND INTERNATIONAL SECTION 214
AUTHORIZATIONS**

Frontier Communications Corporation (“Frontier”) and Northwest Fiber, LLC (“Northwest Fiber”) (collectively, the “Applicants”) hereby supplement their consolidated application (the “Consolidated Application”) for approval of Northwest Fiber’s purchase of Frontier’s local wireline and related long distance operations in Idaho, Montana, Oregon and Washington (collectively, the “Territory”). The Consolidated Application, which was filed with the Commission on June 28, 2019, seeks specifically: (1) approval of the transfer of control of certain domestic and international Section 214 authorizations held by Frontier’s wholly owned subsidiaries (i) Citizens Telecommunications Company of Idaho (“Frontier Idaho”), (ii) Citizens Telecommunications Company of Montana (“Frontier Montana”), (iii) Citizens

Telecommunications Company of Oregon (“Frontier Oregon”) and (iv) Frontier Communications Northwest Inc. (“Frontier Northwest”) ((i) through (iv) collectively, the “Transferring Companies”) from Frontier to Northwest Fiber; (2) approval of the assignment of certain long distance customer relationships from Frontier Communications of America, Inc. and Frontier Communications Online and Long Distance Inc. to Northwest Fiber; (3) approval of the transfer of control of common carrier wireless licenses from certain of the Transferring Companies to Northwest Fiber; and (4) a declaratory ruling that it is in the public interest to permit Northwest Fiber to exceed twenty-five percent (25%) indirect foreign ownership.

With this Supplement, the Applicants provide additional information requested by the FCC staff regarding the composition of Northwest Fiber’s board of directors and the Transferring Companies’ services in the Territory.

I. COMPOSITION OF NORTHWEST FIBER’S BOARD OF DIRECTORS

As explained in the Consolidated Application, upon the closing of the proposed transaction (the “Closing”), the day-to-day operations of Northwest Fiber will be managed by individuals affiliated with WaveDivision Capital VII, LLC (“WDC”), a Washington limited liability company that has invested in and managed other telecommunications entities in the Pacific Northwest. Northwest Fiber, which is an indirect wholly owned subsidiary of Northwest Fiber Holdco, LLC (“Holdco”), will be owned jointly by investment funds affiliated with Searchlight Capital Partners (collectively with such investment funds, “Searchlight”) and WDC. The Searchlight funds also include three major Canadian pension funds—Canada Pension Plan Investment Board (“CPPIB”), through its wholly owned subsidiary CPP Investment Board

Private Holdings (4) Inc.;¹ British Columbia Investment Management Corporation (“BCI”), through its wholly owned subsidiary IMCPE 2019 Inc.; and Public Sector Pension Investment Board (“PSPIB”), through its wholly owned subsidiary Port-aux-Choix Private Investments Inc.

At Closing, the board of directors of Holdco (the “Board”)—which is the only Northwest Fiber entity with a board of directors²—will consist of nine members, with each of PSPIB, BCI and CPPIB having the right to appoint one director to the Board so long as each such investor retains at least fifty percent (50%) of its initial investment in Holdco. Searchlight Capital Partners II GP, L.P., the entity that controls the Searchlight funds, will have the right to appoint five directors, two of whom must be independent directors (*i.e.*, not affiliated with Searchlight), and will retain the right to appoint a majority of the Board so long as Searchlight funds collectively retain at least fifty percent (50%) of their initial investment in Holdco. Searchlight itself is ultimately controlled by its three co-founders, Eric Zinterhofer, Erol Uzumeri³ and Oliver Haarmann, each of whom has one-third of the voting interests in Searchlight Capital Partners II GP, L.P. WDC, which will have the right to appoint the remaining director, has

¹ Applicants hereby update the Consolidated Application to clarify that CPPIB’s investment will be through its wholly owned subsidiary CPP Investment Board Private Holdings (4) Inc., not CPP Investment Board Private Holdings, Inc.

² In the Consolidated Application, Applicants stated that Northwest Fiber would have a board of directors. Applicants hereby update the Consolidated Application to clarify that Northwest Fiber will not have a board of directors—Holdco is the only Northwest Fiber entity that will have a board of directors.

³ The Consolidated Application noted that Mr. Uzumeri is a Canadian citizen. Applicants hereby update the Consolidated Application to reflect Mr. Uzumeri’s dual citizenship of Canada and the United Kingdom.

designated its founder Steve Weed as its representative. Searchlight and WDC have agreed that Mr. Weed will also serve as the chairman of the Board.⁴

II. FRONTIER'S SERVICES

A. Assets Acquired from Verizon Communications, Inc. in 2010

In 2010, Frontier acquired assets from Verizon Communications, Inc. ("Verizon") in three states: Washington, Oregon and Idaho. Frontier did not acquire any assets or operations from Verizon that were located in Montana. More specifically, Frontier acquired one entity from Verizon in 2010, Frontier Northwest, which had assets and operations in Washington, Oregon and Idaho. Frontier Northwest is one of the four Transferring Companies that would be transferred to Northwest Fiber at Closing.

Prior to the Verizon transaction in 2010, Frontier owned two other entities that operated in Oregon and Idaho: Frontier Oregon, which operates only in Oregon, and Frontier Idaho, which operates only in Idaho. While Frontier Idaho and Frontier Oregon were not purchased from Verizon, they both will be transferred to Northwest Fiber at Closing. Frontier also operates Frontier Montana, which operates only in Montana. Frontier Montana, which was not purchased from Verizon, will also be transferred to Northwest Fiber at Closing.

⁴ Applicants hereby update the Consolidated Application to clarify that Mr. Weed will chair the board of directors of Holdco, not Northwest Fiber, which will not have a board of directors. *See supra* note 2. Other than serving as chairman of Holdco's board of directors, Mr. Weed will not have a position with any of the other Northwest Fiber entities.

B. Competitive Local Exchange Providers

Within the Territory, competitive local exchange carriers (“CLECs”) purchase unbundled network elements (“UNEs”) from Frontier in Washington, Oregon and Idaho, but not in Montana. CLECs also purchase and resell Frontier services in all four states; the majority of such activity is in Frontier Northwest’s service areas in Washington, Oregon and Idaho.

C. Number of Access Lines Served

The number of access lines served by the Transferring Companies in the Territory, as of March 31, 2019, is as follows:

State	Access Lines
Idaho	50,274
Montana	4,777
Oregon	101,674
Washington	158,799
<i>Total</i>	<i>315,524</i>

Respectfully submitted,

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Dated: July 10, 2019